



## Hindustan Unilever Limited

CIN: L15140MH1933PLC002030

**Registered Office:** Unilever House, B. D. Sawant Marg, Chakala, Andheri (East), Mumbai - 400 099

**Tel:** +91 22 50432791 / 50432792

**Email:** [Comsec.hul@unilever.com](mailto:Comsec.hul@unilever.com), [levercare.shareholder@unilever.com](mailto:levercare.shareholder@unilever.com); **Web:** [www.hul.co.in](http://www.hul.co.in)

### Notice of Postal Ballot

Notice is hereby given to the Members of Hindustan Unilever Limited ('the Company') pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') that the Company is seeking consent of its Members, for the following resolution by way of Postal Ballot and Electronic Voting (e-voting):

#### 1. Appointment of Mr. Wilhelmus Adrianus Theodorus Uijen (Wilhelmus Uijen) as Whole-time Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, Mr. Wilhelmus Uijen (DIN: 08614686), who was appointed as an Additional Director of the Company with effect from 1st January, 2020 pursuant to provisions of Section 161 and Article 145 of the Articles of Association of the Company to act as Executive Director, Supply Chain of the Company and who holds office upto the date of next Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and all other applicable provisions, if any, of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to approval of the Central Government and such sanctions, as may be necessary, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Wilhelmus Uijen (DIN : 08614686) as a Whole-time Director of the Company, for a period of 5 (five) years with effect from 1st January, 2020, liable to retire by rotation, on such terms and conditions as set out in this resolution and the explanatory statement annexed hereto and be paid such remuneration, as may be determined by the Board or a duly constituted Committee thereof, from time to time, within the maximum limits of remuneration for Whole-time Directors approved by the Members of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or a duly constituted Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### NOTES :

1. The Explanatory Statement and reasons for the proposed Ordinary Resolution pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. S. N. Ananthasubramanian (FCS 4206 : COP 1774) Practising Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot and the e-voting process, in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 31st January, 2020. The Notice is being sent to Members in electronic form to the e-mail addresses registered with the Company or the Depository Participant(s). Physical copy of the Notice and Postal Ballot Form are being sent to those Members who have not registered their e-mail address with the Company or the Depository Participant(s) through courier along with postage prepaid self-addressed Business Reply Envelope ('BRE'). The Notice is also available at <https://www.hul.co.in/investor-relations/news/2020/>.
4. In compliance with provisions of Section 110 of the Act and other applicable provisions, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s. KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited), Registrar and Share Transfer Agents (RTA) of the Company for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.

5. The instructions for Members for e-voting are as under:

**(a) In case of Members receiving an e-mail from M/s. KFin Technologies Private Limited:**

- (i) Launch an internet browser and open <https://evoting.karvy.com/>.
- (ii) Enter the login credentials i.e. User ID and Password, provided in the email received from M/s. KFin Technologies Private Limited. However, if you are already registered with M/s. KFin Technologies Private Limited for e-voting, you can use your existing User ID and Password for casting your vote.
- (iii) After entering the above details Click on–Login.
- (iv) Password change menu will appear. Change the Password with a new Password of your choice. The new Password shall comprise minimum 8 characters with at least one upper case (A-Z),one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.) The system will also prompt you to update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your Password in case you forget it. It is strongly recommended that you do not share your Password with any other person and that you take utmost care to keep your Password confidential. After changing the Password, you need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the E-Voting Event.
- (vi) Select 'EVENT' of Hindustan Unilever Limited - Postal Ballot and click on - Submit.
- (vii) Now you are ready for e-voting as 'Ballot Form' page opens.
- (viii)Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'OK' when prompted.
- (ix) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (x) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xi) Institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority Letter, along with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at [scrutinizer@snaco.net](mailto:scrutinizer@snaco.net). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVEN (E-Voting Event Number)."

**(b) In case of Members receiving physical copy of the Postal Ballot Form and opting for voting through Electronic means:**

- (i) User ID and Password is provided at the bottom of the Postal Ballot Form in the following format:

EVEN	USER ID	PASSWORD
-	-	-

- (ii) Please follow all steps from Sr. No. (a)(i) to Sr. No. (a)(xi) mentioned above, to cast vote.

6. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of the e-voting website of M/s. KFin Technologies Private Limited <https://evoting.karvy.com/>.
7. If you have forgotten your Password, you can reset your Password by using 'Forgot Password' option available on <https://evoting.karvy.com/> / or contact M/s. KFin Technologies Private Limited at toll free no. 1800-345-4001 or email at [evoting@karvy.com](mailto:evoting@karvy.com). In case of any other queries/grievances connected with voting by electronic means, you may also contact Ms. Rajitha Cholleti, Assistant General Manager of M/s. KFin Technologies Private Limited on 040-6716 1513.
8. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. If Members are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through e-voting shall prevail and votes cast through the Physical Ballot will be treated as invalid.
9. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Wednesday, 18th March, 2020. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered / speed post at the expense of the Member will also be accepted.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, 31st January, 2020, being the cut-off date fixed for the purpose.
11. The voting period will commence from Tuesday, 18th February, 2020, IST at 9.00 a.m. and end on Wednesday, 18th March, 2020, IST at 5.00 p.m. The e-voting module shall also be disabled by M/s. KFin Technologies Private Limited on Wednesday, 18th March, 2020, IST at 5.00 p.m.

12. All the material documents referred to in the Explanatory Statement such as resolutions of the Board of Directors and the Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company, draft of the contract to be entered with Mr. Wilhelmus Uijen will be made available for inspection by the Members, at the Registered Office of the Company, between 11.00 a.m. and 3.00 p.m. on any working day from Tuesday, 18th February, 2020 to Wednesday, 18th March, 2020.
13. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on Friday, 20th March, 2020 at the Registered Office of the Company at Unilever House, B. D. Sawant Marg, Chakala, Andheri East, Mumbai - 400 099. The Resolution, if passed by requisite majority shall be deemed to have been passed on Wednesday, 18th March, 2020 being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.
14. The declared results along with the report of the Scrutinizer shall be forwarded to the BSE Limited and National Stock Exchange of India Limited and shall be uploaded on the website of the Company i.e. [www.hul.co.in](http://www.hul.co.in), website of M/s. KFin Technologies Private Limited i.e. <https://evoting.karvy.com>.

**Registered Office:**

Unilever House,  
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Chakala, Andheri (East),  
Mumbai – 400 099

Mumbai: 31st January, 2020

By Order of the Board

**Dev Bajpai**

Executive Director  
Legal & Corporate Affairs  
and Company Secretary  
FCS No: 3354 / DIN: 00050516

**EXPLANATORY STATEMENT**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had, at its meeting held on 14th October, 2019, approved the appointment of Mr. Wilhelmus Uijen with effect from 1st January, 2020 as an Additional Director and Whole-time Director of the Company succeeding Mr. Pradeep Banerjee as Executive Director, Supply Chain, who has superannuated from the Company. The Company has received notice under Section 160 of the Act from Mr. Wilhelmus Uijen signifying his candidature as a Director of the Company.

The proposed resolution seeks the approval of Members, subject to approval of the Central Government, pursuant to Section 160, 196 and 203 of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) for the appointment of Mr. Wilhelmus Uijen as a Whole-time Director of the Company for a period of 5 (five) years w.e.f. 1st January, 2020 till 31st January, 2025, liable to retire by rotation.

Mr. Wilhelmus Uijen (44 years), is a postgraduate in Physics and a Dutch national has been associated with Unilever for 20 years. He has worked across many geographies and businesses. He's been results-oriented, collaborative and decisive leader with cultural agility and proven success in turn-around situations and high paced organizations. In his previous role as Vice President, Supply Chain – Home Care, he was one of the strongest leaders in the supply chain function globally and a Member of the Global Supply Chain Executive team.

Mr. Wilhelmus Uijen does not hold any equity share of the Company.

Mr. Wilhelmus Uijen is a Non-Executive Director in Unilever India Exports Limited (UIEL) and a Member of Nomination and Remuneration Committee and Corporate Social Responsibility Committee of UIEL.

Mr. Wilhelmus Uijen is neither a Director nor a Committee Member in any other Listed Company and is not inter-se related with any other Director or Key Managerial Personnel of the Company.

One Board Meeting of the Company was being held post appointment of Mr. Wilhelmus Uijen which was being attended by him.

As Mr. Wilhelmus Uijen has been residing abroad during the previous twelve months in terms of Part I of Schedule V to the Act, his appointment as a Whole-time Director is subject to the approval of the Central Government. The Company will be making requisite application to the Central Government in this regard.

The Members had, vide a Special Resolution at the Annual General Meeting held on 29th June, 2019, approved the maximum limits of remuneration for managerial personnel including the Managing and Whole-time Director(s) of the Company, within which the authority has been delegated to the Board or a duly constituted Committee thereof but not limited to Nomination and Remuneration Committee. Thus, Mr. Wilhelmus Uijen shall be paid remuneration as a Whole-time Director as decided by the Nomination and Remuneration Committee of the Company within the overall limits approved by the Members.

The current maximum limits of remuneration approved by the Members for Whole-time Director(s) is as follows:

(Rs. in Lakh)

Description	Maximum limits (per annum)	
	Salary	Perquisites
In case of Whole-time Director(s)	300	As per the Rules of the Company and within limits of Section 197 of the Companies Act, 2013

**Other terms and conditions:**

**a) Performance linked bonus / commission on profits**

The Whole-time Director(s) shall be paid Performance Linked Bonus as may be decided by the Board of Directors or a Committee thereof from year to year, based on achievement of such performance parameters as may be determined by Board of Directors or a Committee thereof from time to time provided that the total remuneration including salary and perquisites paid to all the Whole-time Director(s) shall not exceed the limits laid down under Section 197 read with Schedule V of the Companies Act, 2013.

**b) Perquisites / Benefits**

The Whole-time Director(s) shall be entitled to perquisites like the benefit of rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence / cellular phones, statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment and long service award and other benefits / allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits. The total remuneration and perquisites / benefits contemplated above, including contribution towards PF / superannuation fund, annuity fund, gratuity fund, etc. payable to all the Managing Director / Whole-time Director(s) of the Company shall not exceed 5% where there is only one Whole-time Director(s), and 10% where there are more than one Managing / Whole-time Director(s), of the profits of the Company calculated in accordance with Section 198 of the Companies Act, 2013.

**c)** In the absence, or, inadequacy of the profits in any financial year, the remuneration including the perquisites will be paid to the managerial personnel including the Whole-time Director(s) in accordance with the applicable provisions of Schedule V of the Act, and subject to approval of Central Government. However, in case of payment of remuneration to Professional Directors as provided under Section II of Part II of Schedule V of the Act, no approval of the Central Government shall be required subject to the compliances mentioned under the Act

The Board commends the Ordinary Resolution set out in the Postal Ballot Notice, for approval of the Members.

This Explanatory Statement may be considered as the requisite abstract under Section 190 of the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for managerial personnel and may also be regarded as a disclosure under Secretarial Standard on General Meetings (SS-2) of the Institute of Companies Secretaries of India.

None of the Directors or Key Managerial Personnel or their relatives except Mr. Wilhelmus Uijen are concerned or interested, financially or otherwise in this resolution.

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Mumbai: 31st January, 2020

By Order of the Board

**Dev Bajpai**

Executive Director  
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